

UNITED STATES ENVIRONMENTAL PROTECTION AGENCY
REGION 5

IN THE MATTER OF:

Sauget Area 2 Superfund Site
Sauget, Cahokia, and East
St. Louis, Illinois

Docket. No.

V-W-02-C-716

RESPONDENTS:

See Attachment 1

Proceeding Under Section 106(a) of the
Comprehensive Environmental Response,
Compensation, and Liability Act of 1980,
as amended (42 U.S.C. § 9606(a))

**ADMINISTRATIVE ORDER FOR
REMEDIAL DESIGN AND INTERIM REMEDIAL ACTION**

I. INTRODUCTION AND JURISDICTION

1. This Order directs Respondents to perform a remedial design for the Interim Groundwater Remedy described in the Record of Decision, dated September 30, 2002, and to implement the design by performing an interim remedial action. This Order is issued to Respondents by the United States Environmental Protection Agency ("U.S. EPA") under the authority vested in the President of the United States by Section 106(a) of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended ("CERCLA"); 42 U.S.C. § 9606(a). This authority was delegated to the Administrator of U.S. EPA on January 23, 1987, by Executive Order 12580 (52 Fed. Reg. 2926), and was further delegated to the Regional Administrator on September 13, 1987 by U.S. EPA Delegation No. 14-14 and 14-14A, and to the Director, Superfund Division, Region 5, by delegation 14-14B.

II. PARTIES BOUND

2. This Order shall apply to and be binding upon each Respondent identified in paragraphs 19 and 20 and its successors and assigns. Each Respondent is jointly and severally responsible for carrying out all activities required by this Order. Failure of one or more Respondents to comply with all or any part of this Order shall not in any way excuse or justify noncompliance by any other Respondents. No change in the ownership, corporate status, or other control of any Respondent shall alter any of the Respondent's responsibilities under this Order.

3. Each Respondent shall provide a copy of this Order to any prospective owners or successors before a controlling interest in Respondent's assets, property rights, or stock are

transferred to the prospective owner or successor. Respondents shall provide a copy of this Order to each contractor, subcontractor, laboratory, or consultant retained to perform any work under this Order, within five days after the effective date of this Order or on the date such services are retained, whichever is later. Respondents shall also provide a copy of this Order to any person acting on behalf of Respondents with respect to the Site or the work and shall ensure that all contracts and subcontracts entered into hereunder require performance under the contract to be in conformity with the terms and work required by this Order. With regard to the activities undertaken pursuant to this Order, each contractor and subcontractor shall be deemed to be related by contract to the Respondents within the meaning of Section 107(b)(3) of CERCLA, 42 U.S.C. § 9607(b)(3). Notwithstanding the terms of any contract, each Respondent is responsible for compliance with this Order and for ensuring that its contractors, subcontractors and agents perform all work in accordance with this Order.

4. Not later than thirty (30) days prior to any transfer of any interest in any real property included within the Site, Respondent(s) shall submit a true and correct copy of the transfer documents to U.S. EPA, and shall identify the transferee(s) by name, principal business address and effective date of the transfer.

III. DEFINITIONS

5. Unless otherwise expressly provided herein, terms used in this Order which are defined in CERCLA or in regulations promulgated under CERCLA shall have the meaning assigned to them in the statute or its implementing regulations. Whenever terms listed below are used in this Order or in the documents attached to this Order or incorporated by reference into this Order, the following definitions shall apply:

- a. "CERCLA" shall mean the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended, 42 U.S.C. §§ 9601 et seq.

- b. "Day" shall mean a calendar day unless expressly stated to be a working day. In computing any period of time under this Order, where the last day would fall on a Saturday, Sunday, or federal holiday, the period shall run until the end of the next working day.

- c. "Illinois EPA" shall mean the Illinois Environmental Protection Agency.

- d. "National Contingency Plan" or "NCP" shall mean the National Contingency Plan promulgated pursuant to Section 105 of CERCLA, 42 U.S.C. § 9605, codified at 40 C.F.R. Part 300, and any amendments thereto.

- e. "Operable Unit" or "OU" pertains to the groundwater contamination releasing to the Mississippi River adjacent to Sauget Area 2 disposal Site R and the resulting impact area.

- f. "Paragraph" shall mean a portion of this Order identified by an Arabic numeral.

- g. "Performance Standards" shall mean those cleanup standards, standards of control, and other substantive requirements, criteria or limitations, identified in the Record of Decision and Statement of Work, that the remedial action and work required by this Order must attain and maintain.

- h. "Record of Decision" or "ROD" shall mean the U.S. EPA Record of Decision relating to the OU, signed on September 30, 2002, by the Director of the Superfund Division, U.S. EPA, Region 5, and all attachments thereto, which is attached hereto and made a part hereof as Attachment 2.

i. "Response Costs" shall mean all costs, including direct costs, indirect costs, and interest incurred by the United States to perform or support response actions at the Site relating to the OU, including, but not limited to, contract and enforcement costs.

j. "Section" shall mean a portion of this Order identified by a Roman numeral and includes one or more paragraphs.

k. "Section 106 Administrative Record" shall mean the Administrative Record which includes all documents considered or relied upon by U.S. EPA in preparation of this Order. The Section 106 Administrative Record Index is a listing of all documents included in the Section 106 Administrative Record, and is attached hereto as Attachment 3.

l. "Site" pertains to the Sauget Area 2 Superfund Site.

m. "State" shall mean the State of Illinois.

n. "Statement of Work" or "SOW" shall mean the statement of work for implementation of the remedial design, remedial action, and operation and maintenance at the OU, as set forth in Attachment 4 to this Order. The Statement of Work is incorporated into this Order and is an enforceable part of this Order.

o. "Work" shall mean all activities Respondents are required to perform under this Order and all attachments hereto, including, but not limited to, remedial design, remedial action and operation and maintenance.

IV. DETERMINATIONS

Based on available information, including the Administrative Record in this matter, U.S. EPA hereby finds that:

6. The OU encompasses the groundwater contamination releasing to the Mississippi River adjacent to Site R and the resulting impact area in the Mississippi River. This area is part of a larger Superfund Site known as Sauget Area Two ("the Site"). Based on current information, the impact area resulting from the above-described groundwater release is confined to an area approximately 2000 feet long (coinciding with the northern and southern boundaries of Site R) and approximately 300 feet from shore (see map attached as Exhibit 1).

7. From October 24, 2000, through November 3, 2000, U.S. EPA collected sediment samples in the Mississippi River in and adjacent to the impact area from the above-described groundwater releases. Sediment samples were analyzed for VOCs, SVOCs, PCBs and pesticides, but not heavy metals. U.S. EPA data shows that sediment is contaminated with significant concentrations of volatile organic compounds (VOCs) and semi-volatile organic compounds (SVOCs) starting at the northern edge of Site R. Based on this data, the northern area of Site R is also the approximate northern boundary of a groundwater contaminant plume that releases to the Mississippi River in the vicinity of Site R. These data show that significant concentrations of VOCs and SVOCs in sediment continue along and south of Site R, the approximate southern boundary of the groundwater contaminant plume. Significant concentrations of pesticides, a herbicide, and polychlorinated biphenyls (PCBs) are also shown in these data near the middle and southern boundary of Site R, in the approximate center of the groundwater contaminant plume. The areal extent of contaminated sediment in the Mississippi River is best defined by the presence of chlorobenzene at twelve sample locations, 4-chloroaniline at seven sample locations,

and benzene at six sample locations. Aniline was also found in sediment at five locations, dichlorobenzenes and Aroclor (PCBs) at four locations, and Δ -BHC at three locations. Other hazardous constituents found in one or two sediment sample locations are toluene, 1,2-dichloroethane, xylenes, ethylbenzene, 2-chlorophenol, bis(2-ethylhexyl) phthalate, 2,4-dichlorophenol, 3-methylphenol, phenol, chlorobenzilate, 4,4'-DDD, methoxychlor, and 2,4-D. The greatest concentration of contaminants found in sediment occurs near and just south of the middle portion of Site R.

8. Groundwater data collected by Solutia and presented in the Description of Current Conditions Report for the W.G. Krummrich Facility and the Sauget Area 2 Focused Feasibility Study correlates well with both the type and extent of contamination found in Mississippi River sediment. Groundwater data from May 2000 for wells monitoring the middle and deep sand aquifer near the northern extent of sediment contamination (wells GM-27B and GM-27C) found up to 1,400 parts per billion (ppb) of benzene, 11,000 ppb of chlorobenzene, 700 ppb of toluene, 39,000 ppb of aniline, 8,100 ppb of phenol, 300 ppb of 4-chlorophenol, 20,000 ppb of 2-chloroaniline, 25,000 ppb of 3-chloroaniline, and 25,000 ppb of 4-chloroaniline.

9. Historical groundwater data collected by Monsanto and presented in the Remedial Investigation at Sauget Site R (Geraghty & Miller, 1994) also shows a strong correlation between groundwater contaminants and sediment data at the locations referenced above. Solutia Wells GM-27B and GM-27C show similar groundwater contamination as determined in May 2000. Groundwater data collected between 1986 and 1992, found benzene concentration in groundwater ranged from 122 to 9,980 ppb, chlorobenzene concentrations ranged from 193 to 60,200 ppb, toluene concentrations ranged from <6 to 1,400 ppb, aniline concentrations ranged from 869 to 440,000 ppb, phenol concentrations ranged from <1.5 to 1,910 ppb, 2-chloroaniline concentrations ranged from 3,220 to 59,100 ppb, 3-chloroaniline concentrations ranged from <10 to 52,400 ppb, and 4-chloroaniline concentrations ranged from <10 to 53,100 ppb. None of the historical samples were analyzed for heavy metals.

10. Data from wells GM-57C and GM-56C, located near the center of Site R, shows similar contaminants as found in Mississippi River sediment. Groundwater data collected between 1987 and 1992, found benzene concentrations ranged from <44 to 613 ppb, chlorobenzene concentrations ranged from <440 to 7380 ppb, toluene concentrations ranged from <160 to 2,070 ppb, aniline concentrations ranged from 20,600 to 44,800 ppb, phenol concentrations ranged from <1.7 to 33,000 ppb, 2-chloroaniline concentrations ranged from <500 to 195,000 ppb, 3-chloroaniline concentrations ranged from <25,200 to 41,800 ppb, 4-chloroaniline concentrations ranged from 26,200 to 56,900 ppb, and 1,2-dichlorobenzene concentrations ranged from 204 to 1570 ppb.

11. Wells GM-28B, GM-28C, and GM-55C, located near the southern boundary of Site R also detected the same contaminants as found in Mississippi River sediment. Data collected between 1986 and 1992, found benzene concentrations ranged from 85.5 to 582 ppb, chlorobenzene concentrations ranged from 447 to 47,000 ppb, toluene concentrations ranged from <6 to 533 ppb, aniline concentrations ranged from <1,000 to 24,300 ppb, phenol concentrations ranged from <1.7 to 29,500 ppb, 2-chloroaniline concentrations ranged from 12,000 to 58,100

ppb, 3-chloroaniline concentrations ranged from 9,170 to 52,400 ppb, 4-chloroaniline concentrations ranged from 5,390 to 53,100 ppb, and 1,2-dichlorobenzene concentrations ranged from 6 to 9,810 ppb.

12. Solutia plotted and contoured the Total VOC and Total SVOC concentrations from their January and May 2000 groundwater sampling events for the Shallow Hydrogeologic Unit (SHU), Middle Hydrogeologic Unit (MHU) and Deep Hydrogeologic Unit (DHU). The results were presented in the Sauget Area 2 Focused Feasibility Study (FFS) conducted by Solutia. Based on these isoconcentration plots, VOCs and SVOCs are present in groundwater from the Mississippi River to the W.G. Krummrich Plant. Three groundwater concentration highs are present in groundwater beneath and upgradient of Sauget Area 2 Site R: 1) one at Sauget Area 2 Sites R and Q (dog leg) immediately adjacent to the Mississippi River, 2) another at the W.G. Krummrich plant owned and operated by Solutia, and to a lesser extent, 3) a third at the location of Sauget Area 2 Site O.
13. As part of its 1998 report, E&E prepared isoconcentration maps showing Total VOC concentration in shallow wells, Total VOC concentration in intermediate/deep wells, Total base neutrals/acids (BNA) concentration in shallow wells and Total BNA concentration in intermediate/deep wells. These isoconcentration maps show groundwater concentration highs in shallow wells at Sites O and R.
14. The source areas of the groundwater contamination at the OU is suspected to be various disposal areas and facilities in the Sauget area. Sauget Areas 1 and 2 and surrounding areas have historically been used for waste disposal. Four disposal areas at Sauget Area 2 (Sites O, Q, R and S), one disposal area from Sauget Area 1 (Site I), the W.G. Krummrich Plant, Clayton Chemical and various other industrial facilities are located in the Sauget area upgradient of the OU and could be contributing to the groundwater contamination.
15. Information on the types of wastes disposed and the types and levels of contamination found at the above-referenced locations, have been provided to U.S. EPA from various sources including, but not exclusively from: 1) CERCLA 103(c) Submittals; 2) CERCLA 104(e) Responses; 3) Expanded Site Investigation Dead Creek Project Sites (E & E, 1988); 4) Description of Current Situation at the Dead Creek Project Sites (E & E, 1986); 5) May 1999 Expanded Site Inspection (Illinois EPA, 1999); 6) Sauget Area 1 EE/CA and RI/FS Support Sampling Plan Data Report (Solutia, 2001); 7) Sauget Area 1 and 2 Sites, St. Clair County, Illinois (E & E, 1998); 8) CERCLA Screening Site Inspection (SSI): Sauget Sites Area #2 (Illinois EPA Pre-Remedial Unit, 1991); 9) Human Health Risk Assessment for Site R (Dynamac and Geraghty & Miller, 1994); 10) Ecological Risk Assessment for Site R (Environmental Science and Engineering, 1995); 11) Baseline Ecological Risk Assessment (Menzie-Cura, 2001); 12) other Area 1 reports; 13) RCRA Facility Assessment Report for Clayton Chemical (Illinois EPA, 1990); 14) Final Draft Removal Assessment Report for Clayton Chemical Site (U.S. EPA START, 2001); 15) Description of Current Conditions Report for W.G. Krummrich Facility (Solutia, 2000); 16) Sauget Area 2 Site Focused Feasibility Study (Solutia, 2002); 17) Data Validation Report for Samples Collected October 24-November 3, 2000 (U.S. EPA, 2001); 18) Sauget Area 1 and 2 Sites-Volume 1 Area 1 Data Tables/Maps (E&E, 1998); 19) Sauget Area

1 and 2 Sites-Volume 2 Area 2 Data Tables/Maps (E&E, 1998); 20) Draft Engineering Evaluation/Cost Analysis for Sauget Area 1 (U.S. EPA/Solutia, 2002).

16. The Sauget Area 2 disposal sites are located in the City of East St. Louis and the Villages of Sauget and Cahokia, Illinois. The Sauget Area 2 sites consist of five inactive disposal sites that are located in an area historically used for heavy industry, including chemical manufacturing, metal refining, petroleum refining, power generation, and waste disposal. Four of the five Area 2 sites (sites O, Q (dog leg), R and S) are located upgradient of the OU and the observed releases of groundwater to the Mississippi River.

a. Site O consists of four closed sludge dewatering lagoons associated with the Village of Monsanto/Sauget Wastewater Treatment Plant. Site O is located on Mobil Avenue in Sauget, east of the flood control levee, and is located to the northeast of the American Bottoms Regional Wastewater Treatment Facility. Between 1966-7 and approximately 1978, these lagoons were used to dispose of sludge from the Village of Monsanto/Sauget WWTP. The lagoons were closed in 1980 by stabilizing the sludge with lime and covering it with approximately two feet of clean, low-permeability soil. Currently the former lagoons are vegetated.

b. Site Q is an inactive landfill in Sauget, Illinois and is bisected by the Alton and Southern Railroad into a northern portion and a southern portion. The northern portion of Site Q consists of approximately 65 acres and is bordered on the north by Site R and Monsanto Avenue. The northern portion is bordered on the south by the main track of the Alton and Southern Railroad and property owned by Patgood, Inc., on the east by the U.S. Army Corps of Engineers (USACE) flood control levee and Illinois Central Gulf Railroad, and on the west by the Mississippi River. Disposal operations began at Site Q in the 1950s and continued until the 1970s. Sauget & Company operated at Site Q from at least 1966 to 1973. The wastes disposed at Site Q included municipal waste, septic tank pumpings, drums, organic and inorganic wastes, solvents, pesticides, paint sludges, and demolition debris.

c. Site R is a closed industrial-waste disposal area located on the west side of the flood control levee adjacent to the Mississippi River. Site R is north and west of Site Q. Industrial Salvage and Disposal, Inc./Sauget & Company operated Site R for Monsanto from 1957-77. Process wastes from Monsanto's W.G. Krummrich and J. F. Queeny Plants were disposed at Site R. In 1979, Monsanto completed the installation of a clay cover on Site R to cover waste, limit infiltration through the landfill, and reduce direct contact with fill material. The cover's thickness ranges from 2 to 8 feet. In 1985, Monsanto installed a 2,250 foot long rock revetment along the east bank of the Mississippi River adjacent to Site R. The purpose of the stabilization project was to prevent further erosion of the riverbank and thereby minimize potential for the surficial release of waste material from the landfill. As constructed, the revetment does not provide for the permanent containment of the chemical wastes and other contaminants in the landfill. On February 13, 1992, the State of Illinois and Monsanto signed a consent decree entered in St. Clair County Circuit Court requiring Monsanto to conduct a remedial investigation and feasibility study for Site R. The results of the RI/FS were submitted to the State of Illinois in 1994. A final remedy for Site R has not been determined. In 2000 and 2001, groundwater sampling by Solutia found contamination at Site R.

d. Site S, located southwest of Site O, is a small disposal site. The property is situated on the east side of the flood control levee. In the mid-1960s, solvent recovery operations began at the Clayton Chemical facility. The waste solvents were steam-stripped, resulting in still bottoms that were allegedly disposed in a shallow, on-site excavation that is now designated as Site S.

17. In addition to the Sauget Area 2 disposal sites, there are other sites or facilities in the Sauget area located upgradient of the OU and which could contribute to the release of impacted groundwater to the Mississippi River. This includes, but is not limited to, Sauget Area 1 Site I, the Clayton Chemical facility, and the W.G. Krummrich Plant.

a. Site I is an inactive landfill that occupies approximately 19 acres of land and is located north of Queeny Avenue, west of Falling Springs Road, and south of the Alton & Southern Railroad in the Village of Sauget, Illinois. Former Creek Segment A of Dead Creek borders Site I on the site's western side. Site I was originally used as a sand and gravel pit. Industrial, chemical and municipal wastes were disposed at Site I from approximately 1931 to 1957. Site I also served as a disposal area for contaminated sediments from historic dredgings of Dead Creek Segment A. Site H is connected to Site I under Queeny Avenue and together they were known to be part of the "Sauget-Monsanto Landfill," which operated from approximately 1931 to 1957. The estimated volume of waste and contaminated fill material in Site I is 680,827 cubic yards.

b. The Clayton Chemical facility is located at 1 Mobile Avenue, Sauget, Illinois, between Site O and the dog leg portion of Site Q, and was operated as a railroad repair yard from the 1930s to 1962, a crude oil topping plant from 1962 to the mid-1960s, and an oil and solvent reclamation facility from the mid-1960s until 1998. Hundreds of parties sent wastes to the facility. Clayton Chemical blended hazardous waste fuel for use by industrial furnaces. Its facility included on-site bulk and drum storage, waste materials processing for fuels, a liquid fuel blending storage tank system and solvent recovery units. Wastes were received by Clayton Chemical by either bulk or in containers. Clayton Chemical Company was renamed Resource Recovery Group LLC in 1996. The Clayton Chemical facility ceased operating in 1998, and was the subject of an emergency response action by U.S. EPA in 2001. Wastes disposed at the Clayton facility included oil tank bottoms, white gas, and spent halogenated and non-halogenated solvents.

c. The W.G. Krummrich plant, a currently operating chemical production facility, began operations in Sauget in the early 1900's. Chemicals manufactured at the plant include sulfuric, muriatic and nitric acids, zinc chloride, phenol, chlorine, caustic soda, chlorobenzenes, para-nitroaniline, catalysts for contact sulfuric acid plants, nitrated organic chemicals, chlorophenols, benzyl chloride, PCBs, hydrogenated products, phosphorus halides, phosphoric acid, potassium phenyl acetate (1950), monochloroacetic acid (1951), tricresyl phosphate (1954), adipic acid (1954), phosphorus pentasulfide (1955), fatty acid chloride (1956), Santolube® 393 (1956), germicide and an oil additive, chlorinated cyanuric acid compounds ortho-dichlorobenzene, calcium benzene sulfonate (Santolube® 290), aroclor, nitrochlorobenzene and ortho-nitrophenol. The plant is under an Administrative Order on Consent under the Resource Conservation and Recovery Act to undertake corrective action which in part includes groundwater contamination at the facility.

18. Sampling data has detected a wide variety of organic constituents in Sauget Areas 1 and 2 and the W.G. Krummrich Plant. This sampling includes the following results:

a. Site O:

- 1) Constituents detected in subsurface soils (E&E 1998) include, but are not limited to, 1,2-dichloroethane, 1,1,1-trichloroethane, trichloroethene, benzene, 4-Methyl-2-pentanone, toluene, chlorobenzene, ethylbenzene, total xylenes, 1,4-dichlorobenzene, 1,2-dichlorobenzene, 1,2,4-trichlorophenol, naphthalene, 2-methylnaphthalene, acenaphthene and PCBs.
- 2) Constituents detected in groundwater (E&E 1998) at Site O include, but are not limited to, methylene chloride, trans-1,2-dichloroethene, 2-butanone, trichloroethene, benzene, 4-methyl-2-pentanone, tetrachloroethene, 1,1,2,2-tetrachloroethane, toluene, chlorobenzene, phenol, 1,4-dichlorobenzene, 1,2-dichlorobenzene, 4-methylphenol, 4-chloroaniline,

b. Site Q (dog leg):

- 1) Constituents detected in soils at Site Q (dogleg) (E&E 1998) include, but are not limited to, benzene, 2,4-dimethylphenol, 1,4-dichlorobenzene, nitrobenzene, bis(2-ethylhexyl)phthalate, di-n-butyl phthalate, analine, chlorobenzene, ethylbenzene, toluene, 4-methyl-2-pentanone, o-xylene, and PCBs.
- 2) Constituents detected in groundwater at Site Q (dogleg) include, but are not limited to, 1,2-dichloroethane, 1,2-dichlorobenzene, benzene, 4-Methyl-2-pentanone, 2-hexanone, toluene, chlorobenzene, phenol, 2-chlorophenol, 4-methylphenol, 2,4-dimethylphenol, 2,4-dichlorophenol, 4-chloroaniline, 2,4,6-trichlorophenol, 2-nitroaniline, acenaphthylene, and pentachlorophenol.

c. Site R:

- 1) Constituents detected in soils at Site R include (Geraghty & Miller, 1994), but are not limited to, methylene chloride, acetone, 1,1-dichloroethene, chloroform, 1,2-dichloroethane, 2-butanone, 1,1,1-trichloroethane, bromodichloroethane, trichloroethene, dibromochloroethane, benzene, 4-methyl-2-pentanone, tetrachloroethene, toluene, chlorobenzene, ethylbenzene, xylenes, phenol, 2-chlorophenol, 1,3-dichlorobenzene, 1,4-dichlorobenzene, 1,2-dichlorobenzene, nitrobenzene, 2,4-dichlorophenol, 1,2,4-trichlorobenzene, naphthalene, 4-chloroaniline, 2-methylnaphthalene, 2,4,6-trichlorophenol, 2-nitroaniline, 4-nitroaniline, pentachlorophenol, aniline, 2-chloroaniline, 3-chloroaniline, and PCBs,
- 2) Constituents detected in groundwater at Site R (Geraghty & Miller, 1994 and Solutia, 2000) include, but are not limited to, acetone, benzene, chlorobenzene, 1,4-Dichlorobenzene, 1,2-dichloroethane, toluene, tetrachloroethene, 4-methyl-2-

Pentanone, aniline, naphthalene, nitrobenzene, phenol, 2,4-dichlorophenol, 2-chloroaniline, 2-chlorophenol, 2-nitrochlorobenzene, 3-chloroaniline, 3-nitochlorobenzene, 4-chloroaniline, 4-chlorophenol, 4-nitrochlorobenzene.

d. Site S:

- 1) Constituents detected in soils at Site S (E&E, 1998) include, but are not limited to 2-butanone, trichloroethene, 1,1,1-trichloroethane, 4-methyl-2-pentanone, toluene, ethylbenzene, total xylenes, naphthalene, di-n-butyl phthalate, di-n-octyl phthalate, butyl benzyl phthalate, bis(2-ethylhexyl)phthalate, and PCBs.
- 2) No groundwater data is available for Site S.

e. Site I:

- 1) Constituents detected in soils at Site I (E&E 1998) include, but are not limited to, benzene, tetrachloroethene, toluene, chlorobenzene, 1,1,1-trichloroethane, ethylbenzene, total xylenes, nitrosodiphenylamine, hexachlorobenzene, pentachlorophenol, phenanthrene, anthracene, di-n-butyl-phthalate, fluoranthene, 1,3-dichlorobenzene, 1,4-dichlorobenzene, 1,2-dichlorobenzene, benzoic acid, 1,2,4-trichlorobenzene, naphthalene, 4-chloroaniline, 2-methylnaphthalene, and acenaphthene.
- 2) Constituents detected in groundwater at Site I (U.S. EPA/Solutia, 2002) include, but are not limited to, benzene, chlorobenzene, 1,1-dichloroethene, cis/trans-1,2-dichloroethene, 1,4-dichlorobenzene, 4-chloroaniline, 2-chlorophenol, 2,4-dichlorophenol, 1,2,4-trichlorobenzene, n-nitrosodiphenylamine, Alpha-BHC, Delta-BHC.

f. Clayton Chemical Facility

- 1) Constituents detected in groundwater at the Clayton Chemical facility (U.S. EPA START, 2001) include, but are not limited to vinyl chloride, 1,1,1-dichloroethane, 1,1-dichloroethene, cis-1,2-dichloroethene, 1,1,1-trichloroethane, 1,2-dichloroethane, benzene, trichloroethene, toluene, tetrachloroethene, and xylene.

g. W.G. Krummrich Facility:

- 1) Constituents detected in soils at the W.G. Krummrich Facility include (Solutia 2000), but are not limited to benzene, chlorobenzene, chlorotoluene, ethylbenzene, xylene, chloroaniline, dichlorobenzene, trichlorobenzene, pentachlorophenol, tert-butylbenzene, toluene, dichlorophenol, nitrobenzene, trichlorophenol.
- 2) Constituents detected in groundwater at the W.G. Krummrich Facility include (Solutia 2000), but are not limited to dichlorobenzene, benzene, chlorobenzene, xylene, chloroaniline, toluene, ethylbenzene, nitrophenol, pentachlorophenol,

dichlorophenol, chlorophenol, trichlorobenzene, trichlorophenol, phenol, nitroaniline, methylene chloride, methyl isobutyl ketone, 1,1,1-trichloroethane, naphthalene, 1,2-dichloroethene, vinyl chloride; nitrobenzene, nitrobiphenyl.

19. On information and belief, the Respondents set out below (as more fully identified in Attachment 1) generated wastes which were disposed of, released into and/or transported to the above-referenced facilities, as follows:

a. Site O: Rogers Cartage Company, Midwest Rubber Reclaiming (Division of Empire Chem., Inc.), Amax Zinc Corporation, Mobil Oil Corporation, Monsanto Chemical Company, Ethyl Corporation, Ethyl Petroleum Additives, Inc., and Clayton Chemical Co. (Division of Emerald Environmental, LLC.), Cerro Copper Products Company, Blue Tee Corp., Gold Fields American Corporation, American Zinc, Lead and Smelting Company; American Zinc Company, and Wiese Planning and Engineering.

b. Sites Q and/or R: Monsanto Chemical Company, Barry Weinmiller Steel Fabrication, Crown Cork & Seal Company, Inc., Dennis Chemical Company, Inc., Inmont Corporation, U.S. Paint Corporation, Kerr McGee Chemical Corporation, Dow Chemical, Mallinckrodt Chemical, Myco-Gloss, Clayton Chemical Company, United Technologies Corporation, AALCO Wrecking Company, Inc., Abco Trash Service & Equip. Company, Able Sewer Service, Ajax Hickman Hauling, Amax Zinc, Atlas Service Company, Banjo Iron Company, Becker Iron & Metal Corporation, Belleville Concrete Cont. Company, Bi-State Parks Airport, Bi-State Transit Company, Boyer Sanitation Service, Browning-Ferris Industries of St. Louis, C&E Hauling, Cargill Inc., Century Electric Company, Circle Packing Company, Corkery Fuel Company, David Hauling, State of Illinois Department of Transportation, Disposal Service Company, Dore Wrecking Company, Dotson Disposal "All" Service, Edgemont Construction, Edwin Cooper Inc., Eight & Trendy Metal Company, Evans Brothers, Finer Metals Company, Fish Disposal, Fruin-Colnon Corporation, Gibson Hauling, H.C. Fournie Inc., H.C. Fournie Plaster, Hilltop Hauling, Huffmeier Brothers, Hunter Packing Company, Lefton Iron & Metal Company, Midwest Sanitation, Mississippi Valley Control, O'bear Nestor, Roy Baur, Thomas Byrd, and Trash Men Inc.

c. Site S: Clayton Chemical Co. (Division of Emerald Environmental, LLC.).

NON SITE-SPECIFIC GENERATORS/TRANSPORTERS: Rogers Cartage Company, Browning Ferris Industries, Inc., Browning Ferris Industries of St. Louis, Inc., C&E Hauling Company, Disposal Services Company, Hilltop Hauling, Inc., Paul Sauget, and National Vendors.

d. Site I: Monsanto Corporation/Solutia, Incorporated; Cerro Copper Products Company; Cardinal Construction Company; Amax Zinc Corporation; and Mobil Oil Corporation; Ethyl Petroleum; Village of Sauget; Olin Corporation.

20. On information and belief, the Respondents set out below own and/or operate or previously owned and/or operated portions of the above referenced facilities, as follows:

a. Site O: Village of Sauget and the Sauget Sanitary Development and Research Assn.

b. Site Q (dog leg): Alton & Southern Railroad, Village of Cahokia, Monsanto Company, Norfolk Southern Corporation, Notre Dame Fleeting and Towing Services, Patgood Inc., Phillips Pipe Line Company, Pillsbury Company (leasee), River Port Terminal and Fleeting Company, Village of Sauget, St. Louis Grain Company, Union Electric Company, Cahokia Trust Properties, Eagle Marine Industries Inc., Sauget & Company (c/o Paul Sauget), Industrial Salvage & Disposal Company, Clayton Chemical Company, Con-Agra, Inc., and Peavey Company.

c. Site R: Monsanto Chemical Company, Solutia, Inc., Cahokia Trust Properties and Sauget and Company.

d. Site S: A-1 Oil Corporation, Russell Bliss, Bliss Waste Oil Inc., Chemical Waste Management, Onyx Environmental Services, Norfolk Southern Corporation, Village of Sauget, Monsanto Chemical Company, and Clayton Chemical Co. (Division of Emerald Environmental LLC).

e. Site I: Monsanto Corporation/Solutia, Incorporated; Cerro Copper Products Company; Cardinal Construction Company; Amax Zinc Corporation; and Mobil Oil Corporation; Ethyl Petroleum; Village of Sauget; Olin Corporation.

f. Clayton Chemical Facility: Clayton Chemical, Emerald Environmental Group, LLC

g. W.G. Krummrich Facility: Monsanto Chemical Company, Solutia, Inc.

21. The Respondents identified in paragraphs 19 and 20 are collectively referred to as "Respondents."

22. The groundwater contamination down gradient from the Sauget Area 2 disposal sites O, Q (dog leg), R, and S; Sauget Area 1, Site I; Clayton Chemical, the W.G. Krummrich Plant and other industrial facilities is releasing to the Mississippi River and contaminating the river sediment. Groundwater is not a source of drinking water for area residents.

23. Solutia's contractors Dynamac Corporation and Geraghty & Miller prepared a Human Health risk assessment for Site R using data collected during an RI/FS required by an AOC with the Illinois Environmental Protection Agency (Illinois EPA). Based on these data, potential carcinogenic (cancer causing) risks for on-site workers and area residents consuming fish were

found to be within the acceptable risk range. For noncarcinogenic hazards, the values were also found to be within the acceptable risk range.

24. The Baseline Ecological Risk Assessment performed by Solutia's contractor Menzie-Cura, in 2001, which included sampling of surface water, sediment and fish tissue from the Mississippi River at and immediately down gradient of the OU, identified the following constituents of potential concern: acetone, benzene, 2-butanone, carbon disulfide, chlorobenzene, chloroethane, chloroform, 1,2-dichloroethane, cis-1,2-dichloroethene, ethylbenzene, methylene chloride, 4-methyl-2-pentanone, tetrachloroethylene, toluene, trans-1,2-dichloroethylene, trichloroethylene, vinyl chloride, xylenes, 4-bromophenylphenylether, 4-chloroaniline, 2-chlorophenol, 1,2-dichlorobenzene, 1,4-dichlorobenzene, 2,4-dichlorophenol, 2,4-dimethylphenol, 2,4-dinitrotoluene, 2-methylphenol, 3-methylphenol, 4-methylphenol, naphthalene, 2-nitroaniline, nitrobenzene, phenol, 2,4,6-trichlorophenol, alpha-BHC, alpha-chlordane, gamma-chlordane, 4,4'-DDD, 4,4'-DDE, 4,4'-DDT, dieldrin, endosulfan I, endrin, endrin aldehyde, heptachlor epoxide, 2,4-D, dicamba, dichloroprop, methyl chlorophenoxy propionic acid (MCPP), pentachlorophenol, 2,4,5-T, Silvex, and dioxin.

25. The findings of the Baseline Ecological Risk Assessment indicate that fish species in the Mississippi River adjacent to the OU are at a potential risk from exposure to contaminated sediment, and fish prey are at risk from exposure to surface water containing hazardous substances and constituents. The results of the risk assessment also indicate that fish are accumulating compounds, especially MCPP, detected in study area sediments, and identified a low potential risk to wildlife foraging on the media at and around the Site and the OU.

26. Based upon review of the currently available data for the OU and the findings from the Baseline Ecological Risk Assessment, it is the U.S. EPA's position that the preferred interim action identified in the ROD is necessary to protect public health or welfare or the environment from actual or threatened releases of hazardous substances into the environment.

27. The Sauget Area 2 Site is currently the subject of a separate Administrative Order by Consent (AOC), signed by U.S. EPA and the members of the Sauget Area 2 Sites Group ("SA2SG") on November 24, 2000, requiring a Remedial Investigation and Feasibility Study (RI/FS) of Sauget Area 2 (which includes Sites O, P, Q, R and S). On November 14, 2001, U.S. EPA sent a Notification of Additional Work – Focused Feasibility Study, Groundwater Contamination Near Site R, Sauget Area 2 Site to the SA2SG. In response to U.S. EPA's November 14, 2001 Notification, Solutia Inc. ("Solutia") submitted a Focused Feasibility Study (FFS) to U.S. EPA on April 1, 2002 (the other members of the SA2SG declined to participate in the preparation and submittal of the FFS).

28. Pursuant to Section 117 of CERCLA, 42 U.S.C. § 9617, U.S. EPA published notice of the completion of the FFS and of the proposed Interim Groundwater Remedy on June 17, 2002, and provided opportunity for public comment on the proposed Interim Groundwater Remedy. U.S. EPA held a public meeting to discuss the remedy and to take comments on June 24, 2002 at the Sauget Village Hall.

29. The decision by U.S. EPA on the implementation of the Interim Groundwater Remedy is embodied in a Record of Decision ("ROD"), executed on September 30, 2002, on which the Illinois EPA has given its concurrence. The ROD includes a Responsiveness Summary addressing comments on the proposed plan made by the public and the PRPs. The ROD is an enforceable part of this Order and is attached hereto as Attachment 2. The ROD is supported by an Administrative Record which contains the documents and information upon which U.S. EPA based the selection of the response action. The U.S. EPA's selected response action set out in the ROD has been determined to provide adequate protection of public health, welfare, and the environment; to meet all federal and State environmental laws; and to be cost effective.

30. The selected remedy of the ROD includes the installation of a 3,500 foot long, "U"-shaped, fully penetrating, jet grout barrier wall to be installed between the down gradient boundary of Sauget Area 2 Site R and the Mississippi River, institutional controls, groundwater recovery wells, the discharge and treatment of extracted groundwater, and groundwater quality monitoring, groundwater level monitoring, and sediment and surface water monitoring.

31. The preferred alternative is considered an interim remedial action for the groundwater operable unit at the Sauget Area 2 Site. This limited-scope action is intended only to address the release of contaminated groundwater into the Mississippi River in the vicinity of the OU. Operation of the physical barrier and groundwater extraction system will provide additional information to be used in developing options for a final long-term comprehensive groundwater remedy for Sauget Area 2. A final response action to address fully the threats posed by conditions at the Sauget Area 2 Site will be taken upon completion of the Sauget Area 2 RI/FS in 2004.

32. Groundwater contamination releasing to the Mississippi River adjacent to Site R and the resulting impact area is a "facility" as that term is defined by Section 101(9) of CERCLA, 42 U.S.C. § 9601(9).

33. Each Respondent is a "person" as defined by Section 101(21) of CERCLA, 42 U.S.C. § 9601(21).

34. Each Respondent is a "liable party" as defined in Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), and is subject to this Order under Section 106(a) of CERCLA, 42 U.S.C. § 9606(a).

35. "Hazardous substances" as defined by Section 101(14) of CERCLA, 42 U.S.C. § 9601(14) are present at the OU

36. The conditions described in Section IV Determinations above constitute an actual "release" into the "environment" as defined by Sections 101(8) and (22) of CERCLA, 42 U.S.C. §§ 9601(8) and (22).

37. The actual or threatened release of hazardous substances from the OU may present an imminent and substantial endangerment to the public health, welfare, or the environment within the meaning of Section 106(a) of CERCLA, 42 U.S.C. § 9606(a).

38. The interim remedial action required by this Order is necessary to protect the public health, welfare, or the environment, and is not inconsistent with the NCP and CERCLA.

V. NOTICE TO THE STATE

39. U.S. EPA has notified the State of Illinois, Illinois EPA, that U.S. EPA intends to issue this Order. U.S. EPA will consult with the State and the State will have the opportunity to review and comment to U.S. EPA regarding all work to be performed, including remedial design, reports, technical data and other deliverables, and any other issues which arise while the Order remains in effect.

VI. ORDER

40. Based on the foregoing, each Respondent is hereby ordered to comply with all of the provisions of this Order, including but not limited to all attachments to this Order, all documents incorporated by reference into this Order, and all schedules and deadlines contained in this Order, attached to this Order, or incorporated by reference into this Order.

VII. WORK TO BE PERFORMED

41. Within five (5) days after the effective date of this Order, each Respondent that owns real property comprising any part of the Site shall record Notice of and/or a copy of this Order in the appropriate governmental office where land ownership and transfer records are filed or recorded, and shall ensure that the recording of said notice and/or Order is indexed to the title of each and every parcel of property owned by said Respondent at the Site, so as to provide notice to third parties of the issuance and terms of this Order with respect to those properties. Respondents shall, within 15 days after the effective date of this Order, send notice of such recording and indexing to U.S. EPA.

42. All workplans, reports, engineering design documents, and other deliverables (workplans and deliverables), as described throughout this Order, shall be submitted to Illinois EPA (except documents claimed to contain confidential business information) and U.S. EPA. All workplans and deliverables will be reviewed and either approved, approved with modifications, or disapproved by U.S. EPA, in consultation with Illinois EPA. In the event of approval or approval with modifications by U.S. EPA, Respondents shall proceed to take any action required by the workplan, report, or other item, as approved or modified by U.S. EPA. If the workplan or other deliverable is approved with modifications or disapproved, U.S. EPA will provide, in writing, comments or modifications required for approval. Respondents shall amend the workplan or other deliverable to incorporate only those comments or modifications required by U.S. EPA. Within twenty-one (21) days of the date of U.S. EPA's written notification of approval with modifications or disapproval, Respondents shall submit an amended workplan or other deliverable. U.S. EPA shall review the amended workplan or deliverable and either approve or disapprove it. Failure to submit a workplan, amended workplan or other deliverable shall constitute noncompliance with this Order. Submission of an amended workplan or other

deliverable which fails to incorporate all of U.S. EPA's required modifications, or which includes other unrequested modifications, shall also constitute noncompliance with this Order. Approval by U.S. EPA of the (amended) workplan or other deliverable shall cause said approved (amended) workplan or other deliverable to be incorporated herein as an enforceable part of this Order. If any (amended) workplan or other deliverable is not approved by U.S. EPA, Respondents shall be deemed to be in violation of this Order.

43. In the event of an inconsistency between this Order and any subsequent approved (amended) workplan or other deliverable, the terms of this Order shall control.

A. RD/RA Workplan

44. Within forty-five (45) days after the effective date of this Order, Respondents shall submit a workplan for the remedial design and remedial action "(RD/RA Workplan)" for the OU to U.S. EPA for review and approval.

45. The RD portion of the RD/RA Workplan shall include a detailed step-by-step plan for completing the remedial design for the interim groundwater remedy selected in the ROD, and for attaining and maintaining all requirements and performance standards identified in the ROD and Statement of Work. The RD portion of the RD/RA Workplan shall describe in detail the tasks and deliverables Respondents will complete during the remedial design phase, and a schedule for completing the tasks and deliverables relating to the RD. The RD portion of the RD/RA Workplan shall be consistent with and provide for implementation of the Statement of Work, and shall comport with U.S. EPA's "Superfund Remedial Design and Remedial Action Guidance, OSWER Directive 9355.0-4A" and any amendments to this guidance. The RD portion of the RD/RA Workplan shall include a Sampling and Analysis Plan and a Quality Assurance Project Plan for U.S. EPA review. Respondents shall also submit a Health and Safety Plan for all pre-design sampling efforts, including treatability studies, which shall be consistent with the Occupational Safety and Health Act (OSHA). The major tasks and deliverables described in the RD portion of the RD/RA Workplan shall include, but not be limited to, the following: (1) a pre-final design; including results of field sampling and treatability studies; and (2) a final design. At each of these design completion stages, the design packages shall include the items as described in Task 2 of the attached Statement of Work.

46. The RA portion of the RD/RA Workplan shall be developed in accordance with the ROD and the Statement of Work, and shall be consistent with the final design as approved by U.S. EPA. The RA portion of the RD/RA Workplan shall include methodologies, plans, and schedules for completion of at least the following: (1) selection of the remedial action contractor; (2) implementation of a Construction Quality Assurance Plan; (3) identification of and satisfactory compliance with applicable permitting requirements, if any; (4) implementation of the Operation and Maintenance Plan; (5) implementation of the Contingency Plan; and (6) implementation of the ground water, surface water, and sediment monitoring plans. The RA portion of the RD/RA Workplan shall include a schedule for implementing all remedial action tasks identified in the Statement of Work and shall identify the initial formulation of Respondent's remedial action project team, including the supervising contractor. Respondents shall also submit to U.S. EPA a

Health and Safety Plan for field activities required by the RD/RA Workplan. The Health and Safety Plan for field activities shall conform to applicable Occupational Safety and Health Administration and U.S. EPA requirements, including but not limited to the regulations at 54 Fed. Reg. 9294.

47. Upon approval of the (Amended) RD/RA Workplan by U.S. EPA, Respondents shall implement the (Amended) RD/RA Workplan in accordance with any and all instructions from the RPM and in accordance with the schedules in the (Amended) RD/RA Workplan. Unless otherwise directed by U.S. EPA, Respondents shall not commence remedial action at the OU prior to approval of the (Amended) RD/RA Workplan. Any noncompliance with the approved (Amended) RD/RA Workplan shall be a violation of this Order.

48. The work performed by Respondents pursuant to this Order shall, at a minimum, achieve the performance standards specified in the Record of Decision and the Statement of Work. Nothing in this Order, or in U.S. EPA's approval of any (amended) workplan or other deliverable, shall be deemed to constitute a warranty or representation of any kind by U.S. EPA that full performance of the remedial design or remedial action will achieve the performance standards set forth in the ROD and in the Statement of Work. Respondents' compliance with such approved documents does not foreclose U.S. EPA from seeking additional work.

49. All materials removed from the Facility shall be disposed of or treated at a facility approved in advance of removal by U.S. EPA's RPM and in accordance with: 1) Section 121(d)(3) of CERCLA, 42 U.S.C. § 9621(d)(3); 2) the Resource Conservation and Recovery Act of 1976 (RCRA), 42 U.S.C. § 6901, et seq., as amended; 3) the U.S. EPA Off-Site Rule 40 CFR § 300.440; and 4) all other applicable federal, State, and local requirements. The identity of the receiving facility and state will be determined by Respondents following the award of the contract for remedial action construction. Respondents shall provide written notice to the RPM which shall include all relevant information, including the information required by paragraph 62 below, as soon as practicable after the award of the contract and before the hazardous substances are actually shipped off-site.

50. Prior to any off-site shipment of hazardous substances from the OU to an out-of-state waste management facility, Respondents shall provide written notification to the appropriate state environmental official in the receiving state and to U.S. EPA's RPM of such shipment of hazardous substances. However, the notification of shipments to the state shall not apply to any off-site shipments when the total volume of all shipments from the site to the state will not exceed ten (10) cubic yards. The notification shall be in writing, and shall include the following information, where available: (1) the name and location of the facility to which the hazardous substances are to be shipped; (2) the type and quantity of the hazardous substances to be shipped; (3) the expected schedule for the shipment of the hazardous substances; and (4) the method of transportation. Respondents shall notify the receiving state of major changes in the shipment plan, such as a decision to ship the hazardous substances to another facility within the same state, or to a facility in another state.

51. Respondents shall cooperate with U.S. EPA in providing information regarding the work to the public. When requested by U.S. EPA, Respondents shall participate in the preparation of such information for distribution to the public and in public meetings which may be held or sponsored by U.S. EPA to explain activities at or relating to the OU.

52. Within 30 days of a successful final inspection, Settling Defendants shall submit a Construction Completion Report. In the report, a registered professional engineer and the Settling Defendants' Project Coordinator shall certify that the remedial action has been completed in full satisfaction of the requirements of this Order. The written report shall include as-built drawings signed and stamped by a professional engineer. If, after review of the Construction Completion Report, U.S. EPA determines that the remedial action or any portion thereof has not been completed in accordance with this Order, U.S. EPA shall notify Respondents in writing of the activities that must be undertaken to complete the remedial action and shall set forth in the notice a schedule for performance of such activities. Respondents shall perform all activities described in the notice in accordance with the specifications and schedules established therein. If U.S. EPA concludes, following the initial or any subsequent certification of completion by Respondents that the remedial action has been fully performed in accordance with this Order, U.S. EPA may notify Respondents that the remedial action has been fully performed. U.S. EPA's notification shall be based on present knowledge and Respondent's certification to U.S. EPA, and shall not limit U.S. EPA's right to perform periodic reviews pursuant to § 121(c) of CERCLA, 42 U.S.C. § 9621(c), or to take or require any action that in the judgment of U.S. EPA is appropriate at the site, in accordance with 42 U.S.C. §§ 9604, 9606, or 9607.

VIII. PERIODIC REVIEW

53. Under § 121(c) of CERCLA, 42 U.S.C. § 9621(c), and any applicable regulations, where hazardous substances will remain on site at the completion of the remedial action, U.S. EPA may review the OU to assure that the work performed pursuant to this Order adequately protects human health and the environment. Until such time as U.S. EPA certifies completion of the work, Respondents shall conduct the requisite studies, investigations, or other response actions as determined necessary by U.S. EPA in order to permit U.S. EPA to conduct the review under § 121(c) of CERCLA. As a result of any review performed under this paragraph, Respondents may be required to perform additional work or to modify work previously performed.

IX. ASSURANCE ABILITY TO COMPLETE WORK

54. Within 30 days of the effective date of this Order, the Respondents shall establish assurance of its ability to complete the work herein in one or more of the following forms:

- a. A surety bond guaranteeing performance of the Work;
- b. One or more irrevocable letters of credit equaling the total estimated cost of the Work (\$26,500,000);
- c. A trust fund;
- d. A guarantee to perform the Work by one or more parent corporations or subsidiaries, or by one or more unrelated corporations that have a substantial business relationship with at least one of the Respondents;

e. A demonstration that one or more of the Respondents satisfy the requirements of 40 C.F.R. Part 264.143(f).

f. Submittal to U.S. EPA of annual reports of each of the Respondents which are publicly-traded on the New York Stock Exchange. Until U.S. EPA has issued a Certification of Completion of the Interim Remedial Action pursuant to the Paragraph 98, each of the publicly-traded Respondents shall continue to submit an annual report for the corresponding year each year on the anniversary date of the issuance of Order.

55. If the Respondents seek to demonstrate the ability to complete the Work through a guarantee by a third party, Respondents shall demonstrate that the guarantor satisfies the requirements of 40 C.F.R. Part 264.143(f). If Respondents seek to demonstrate their ability to complete the Work by means of the financial test or the corporate guarantee pursuant to this Section they shall resubmit sworn statements conveying the information required by 40 C.F.R. Part 264.143(f) annually, on the anniversary of the effective date. In the event that U.S. EPA, (after a reasonable opportunity for review and comment by the State), determines at any time that the financial assurances provided pursuant to this Section are inadequate, Respondents shall, within 30 days of receipt of notice of EPA's determination, obtain and present to EPA for approval one of the other forms of financial assurance listed in this Section of this Order. Respondents' inability to demonstrate financial ability to complete the Work shall not excuse performance of any activities required under this Order.

56. If Respondents can show that the estimated cost to complete the remaining Work has diminished below the amount set forth in this Section above after entry of this Order, Respondents may, on any anniversary date of entry of this Order, or at any other time agreed to by the Parties, reduce the amount of the financial security provided under this Section to the estimated cost of the remaining work to be performed. Respondents shall submit a proposal for such reduction to U.S. EPA, in accordance with the requirements of this Section, and may reduce the amount of the security upon approval by EPA. In the event of a dispute, Respondents may reduce the amount of the security in accordance with the final administrative or judicial decision resolving the dispute.

57. Respondents may change the form of financial assurance provided under this Section at any time, upon notice to and approval by U.S. EPA, provided that the new form of assurance meets the requirements of this Section. In the event of a dispute, Respondents may change the form of the financial assurance only in accordance with the final administrative or judicial decision resolving the dispute.

X. ADDITIONAL RESPONSE ACTIONS

58. In the event that U.S. EPA determines that additional work or modifications to work are necessary to meet performance standards, to maintain consistency with the final remedy, or to otherwise protect human health or the environment, U.S. EPA will notify Respondents that additional response actions are necessary. U.S. EPA may also require Respondents to modify any plan, design, or other deliverable required by this Order, including any approved modifications.

59. Within thirty (30) days of receipt of notice from U.S. EPA that additional response activities are necessary, Respondents shall submit for approval an Additional RD/RA Workplan pursuant to paragraph 42 herein. The Additional RD/RA Workplan shall conform to this Order's requirements for RD and RA Workplans. Upon U.S. EPA's approval of the (Amended) Additional RD/RA Workplan, the (Amended) Additional RD/RA Workplan shall become an enforceable part of this Order, and Respondents shall implement the (Amended) Additional RD/RA Workplan for additional response activities in accordance with the standards, specifications, and schedule contained therein. Failure to submit an Additional RD/RA Workplan shall constitute noncompliance with this Order.

XI. ENDANGERMENT AND EMERGENCY RESPONSE

60. In the event of any event during the performance of the work which causes or threatens to cause a release of a hazardous substance or which may present an immediate threat to public health or welfare or the environment, Respondents shall immediately take all appropriate action to prevent, abate, or minimize the threat, and shall immediately notify U.S. EPA's RPM or alternate RPM. If neither of these persons is available Respondents shall notify the Regional Deputy Officer, U.S. EPA Emergency Response Branch, Region 5, at (312) 353-2318. Respondents shall take further action in consultation with U.S. EPA's RPM and in accordance with all applicable provisions of this Order, including but not limited to the health and safety plan and the contingency plan. In the event that Respondents fails to take appropriate response action as required by this paragraph, and U.S. EPA takes that action instead, Respondents shall reimburse U.S. EPA for all costs of the response action not inconsistent with the NCP. Respondents shall pay the response costs in the manner described in section XX (reimbursement of response costs) of this Order, within thirty (30) days of U.S. EPA's demand for payment.

61. Nothing in the preceding paragraph 60 shall be deemed to limit any authority of the United States to take, direct, or order all appropriate action to protect human health and the environment or to prevent, abate, or minimize an actual or threatened release of hazardous substances on, at, or from the OU or the Site.

XII. PROGRESS REPORTS

62. In addition to the other deliverables set forth in this Order, Respondents shall provide monthly progress reports to U.S. EPA and Illinois EPA with respect to actions and activities undertaken pursuant to this Order. The progress reports shall be submitted on or before the 10th day of each month following the effective date of this Order. Respondents' obligation to submit progress reports continues until U.S. EPA gives Respondents written notice under paragraph 98 of this Order. At a minimum these progress reports shall: (1) describe the actions which have been taken to comply with this Order during the prior month; (2) include all results of sampling and tests and all other data received by Respondents and not previously submitted to U.S. EPA; (3) describe all work planned for the next 90-days with schedules relating such work to the overall project schedule for RD/RA completion; and (4) describe all problems encountered and any anticipated problems, any actual or anticipated delays, and solutions developed and implemented to address any actual or anticipated problems or delays.

XIII. QUALITY ASSURANCE, SAMPLING AND DATA ANALYSIS

63. Respondents shall use the quality assurance, quality control, and chain of custody procedures described in the "U.S. EPA NEIC Policies and Procedures Manual," May 1978, revised May 1986, U.S. EPA-330/9-78-001-R; U.S. EPA's "Guidelines and Specifications for Preparing Quality Assurance Program Documentation," June 1, 1987; U.S. EPA's "Data Quality Objective Guidance," (U.S. EPA/540/G87/003 and 004), and any amendments to these documents, while conducting all sample collection and analysis activities required herein by any plan. To provide quality assurance and maintain quality control, Respondents shall do the following:

a. Prior to the commencement of any sampling and analysis under this Order, Respondents shall submit a Quality Assurance Project Plan (QAPP) to the U.S. EPA and Illinois EPA that is consistent with the SOW, (amended) workplans, U.S. EPA's "Interim Guidelines and Specifications For Preparing Quality Assurance Project Plans" (QAM-005/80), and any subsequent amendments;

b. Prior to the development and submittal of a QAPP, Respondents shall attend a pre-QAPP meeting sponsored by U.S. EPA to identify all monitoring and data quality objectives. U.S. EPA, after review of the submitted QAPP, will either approve, conditionally approve, or disapprove the QAPP. Upon notification of conditional or disapproval, Respondents shall make all required modifications to the QAPP within twenty-one (21) days of receipt of such notification.

c. Respondents shall use only laboratories which have a documented Quality Assurance Program that complies with U.S. EPA guidance document QAMS-005/80 and subsequent amendments.

d. Ensure that the laboratory used by the Respondents for analyses, performs according to a method or methods deemed satisfactory to U.S. EPA and submits all protocols to be used for analyses to U.S. EPA at least 30 days before beginning analysis.

e. Ensure that U.S. EPA personnel and U.S. EPA's authorized representatives are allowed access to the laboratory and personnel utilized by the Respondents for analyses.

64. Respondents shall notify U.S. EPA and Illinois EPA not less than fourteen (14) days in advance of any sample collection activity. At the request of U.S. EPA, Respondents shall allow U.S. EPA or its authorized representatives to take split or duplicate samples of any samples collected by Respondents with regard to the OU or pursuant to the implementation of this Order. In addition, U.S. EPA shall have the right to take any additional samples that U.S. EPA deems necessary.

XIV. COMPLIANCE WITH APPLICABLE LAWS

65. All activities by Respondents pursuant to this Order shall be performed in accordance with the requirements of all federal and State laws and regulations. U.S. EPA has determined that the activities contemplated by this Order are consistent with the National Contingency Plan.

66. Except as provided in § 121(e) of CERCLA and the NCP, no permit shall be required for any portion of the work conducted entirely on-site. Where any portion of the work requires a federal or State permit, Respondents shall submit timely applications and take all other actions necessary to obtain and to comply with all such permits or approvals.

67. This Order is not and shall not be construed to be, a permit issued pursuant to any federal or State statute or regulation.

XV. REMEDIAL PROJECT MANAGER (RPM)

68. All communications, whether written or oral, from Respondents to U.S. EPA shall be directed to U.S. EPA's RPM. Respondents shall submit to U.S. EPA three (3) copies of all documents, including plans, reports, and other correspondence, which are developed pursuant to this Order, and shall send these documents by certified mail, return receipt requested postmarked no later than the relevant due date of such documents.

U.S. EPA's RPM is:

Mike Ribordy
77 West Jackson Blvd., SR-6J
Chicago, IL 60604-3590
(312) 886-4592

U.S. EPA's Alternate RPM is:

Ross Del Rosario
77 West Jackson Blvd., SR-6J
Chicago, IL 60604-3590

The State Agency contact person is:

Sandra Bron
Illinois EPA
Bureau of Land
1021 North Grand Avenue East
P.O. Box 19276
Springfield, IL 62794-9276
(217) 557-3199

69. U.S. EPA may change its RPM or Alternate RPM. If U.S. EPA changes its RPM or Alternate RPM, U.S. EPA will inform Respondents in writing of the name, address, and telephone number of the new RPM or Alternate RPM.

70. U.S. EPA's RPM and Alternate RPM shall have the authority lawfully vested in an RPM and On-Scene Coordinator (OSC) by the National Contingency Plan. U.S. EPA's RPM or Alternate RPM shall have authority, consistent with the NCP, to halt any work required by this Order, and to take any necessary response action.

XVI. PROJECT COORDINATOR AND CONTRACTORS

71. All aspects of the Work to be performed by Respondents pursuant to this Order shall be under the direction and supervision of a Project Coordinator qualified to undertake and complete the requirements of this Order. The Project Coordinator shall be the RPM's primary point of contact with the Respondents and shall possess sufficient technical expertise regarding all aspects of the work. Within fifteen (15) days after the effective date of this Order, Respondents shall notify U.S. EPA in writing of the name and qualifications of the Project Coordinator, including primary support entities and staff, proposed to be used in carrying out work under this Order. U.S. EPA reserves the right to disapprove the proposed Project Coordinator.

72. Within thirty (30) days after U.S. EPA approves the Final Design, Respondents shall identify a proposed construction contractor and notify U.S. EPA in writing of the name, title, and qualifications of the construction contractor proposed to be used in carrying out work under this Order.

73. Respondents shall submit a copy of the construction contractor solicitation documents to U.S. EPA not later than five (5) days after publishing the solicitation documents. Upon U.S. EPA's request, Respondents shall submit complete copies of all bid packages received from all contract bidders.

74. At least seven (7) days prior to commencing any work at the OU pursuant to this Order, Respondents shall submit to U.S. EPA a certification that Respondents or their contractors and subcontractors have adequate insurance coverage or have indemnification for liabilities for injuries or damages to persons or property which may result from the activities to be conducted by or on behalf of Respondents pursuant to this Order. Respondents shall ensure that such insurance or indemnification is maintained for the duration of the work required by this Order.

75. U.S. EPA retains the right to disapprove of the Project Coordinator and any contractor, including but not limited to remedial design contractors and construction contractors retained by the Respondents. In the event U.S. EPA disapproves a Project Coordinator or contractor, Respondents shall retain a new project coordinator or contractor to perform the work, and such selection shall be made within fifteen (15) days following the date of U.S. EPA's disapproval. If at any time Respondents propose to use a new project coordinator or contractor, Respondents shall notify U.S. EPA of the identity of the new project coordinator or contractor at least fifteen (15) days before the new project coordinator or contractor performs any work under this Order.

XVII. SITE ACCESS AND DOCUMENT AVAILABILITY

76. In the event that the OU, the off-site areas that is to be used for access, property where documents required to be prepared or maintained by this Order are located, or other property subject to or affected by this response action, is owned in whole or in part by parties other than those bound by this Order, Respondents will obtain, or use their best efforts to obtain, site access agreements from the present owner(s), within sixty (60) days of the effective date of this Order. Said agreements shall provide access for U.S. EPA, its contractors and oversight officials, the State and its contractors, and Respondents or Respondents' authorized representatives and

contractors. Said agreements shall specify that Respondents are not U.S. EPA's representative with respect to liability associated with site activities. Copies of such agreements shall be provided to U.S. EPA prior to Respondents' initiation of field activities. Respondents' best efforts shall include providing reasonable compensation to any off-site property owner. If access agreements are not obtained within the time referenced above, Respondents shall immediately notify U.S. EPA of its failure to obtain access.

77. If Respondents cannot obtain the necessary access agreements, U.S. EPA may exercise non-reviewable discretion and; (1) use its legal authorities to obtain access for the Respondents; (2) conduct response actions at the property in question; or (3) terminate this Order. If U.S. EPA conducts a response action and does not terminate the Order, Respondents shall perform all other activities not requiring access to that property. Respondents shall integrate the results of any such tasks undertaken by U.S. EPA into its reports and deliverables. Respondents shall reimburse U.S. EPA pursuant to Section XX of this Order (Reimbursement of Response Costs) for all response costs (including attorney fees) incurred by the United States to obtain access for Respondents.

78. Respondents shall allow U.S. EPA and its authorized representatives and contractors to enter and freely move about all property at the OU and off-site areas subject to or affected by the work under this Order or where documents required to be prepared or maintained by this Order are located, for the purposes of inspecting conditions, activities, the results of activities, records, operating logs; and contracts related to the OU or Respondents and its representatives or contractors pursuant to this Order; reviewing the progress of the Respondents in carrying out the terms of this Order; conducting tests as U.S. EPA or its authorized representatives or contractors deem necessary; using a camera, sound recording device or other documentary type equipment; and verifying the data submitted to U.S. EPA by Respondents. Respondents shall allow U.S. EPA and its authorized representatives to enter the OU site, to inspect and copy all records, files, photographs, documents, sampling and monitoring data, and other writings related to work undertaken in carrying out this Order. Nothing herein shall limit U.S. EPA's right of entry or inspection authority under federal law, and U.S. EPA retains all of its information gathering and enforcement authorities and rights under CERCLA, RCRA, and any other applicable statutes and regulations.

XVIII. RECORD PRESERVATION

79. On or before the effective date of this Order, Respondents shall submit a written certification to U.S. EPA that they have not altered, mutilated, discarded, destroyed or otherwise disposed of any records, documents or other information relating to their potential liability with regard to the OU site and OU source areas since the time of their notification of potential liability by U.S. EPA or the State. Respondents shall not dispose of any such documents without prior approval by U.S. EPA. Upon U.S. EPA's request, Respondents shall make all such documents available to U.S. EPA and shall submit a log of any such documents claimed to be privileged for any reason. This privilege log shall list, for each document, the date, author, addressees (including courtesy copies or "cc"s and "bcc"s) and subject matter of the document.

80. Respondents shall provide to U.S. EPA upon request, copies of all documents and information within their or their contractors, subcontractors or agents possession or control relating to activities at the OU or to the implementation of this Order, including but not limited to sampling, analysis, chain of custody records, manifests, trucking logs, receipts, reports, traffic routing, correspondence, or other documents or information. Respondents shall also make available to U.S. EPA their employees, agents, or representatives for purposes of investigation, information gathering or testimony concerning the performance of the work.

81. Until six (6) years after U.S. EPA provides notice pursuant to paragraph 98 of this Order, Respondents shall preserve, and shall instruct their contractors and agents to preserve, all documents, records, and information of whatever kind, nature or description relating to the performance of the work. Upon the conclusion of this document retention period, Respondents shall notify the United States at least ninety (60) days prior to the destruction of any such records, documents or information, and, upon request of the United States, Respondents shall deliver all such documents, records and information to U.S. EPA.

82. Respondents may assert a claim of business confidentiality covering part or all of the information submitted to U.S. EPA pursuant to the terms of this Order under 40 C.F.R. § 2.203, provided such claim is not inconsistent with Section 104(e)(7) of CERCLA, 42 U.S.C. § 9604(e)(7) or other provisions of law. This claim shall be asserted in the manner described by 40 C.F.R. § 2.203(b) and substantiated by Respondents at the time the claim is made. Information determined to be confidential by U.S. EPA will be given the protection specified in 40 C.F.R. Part 2. If no such claim accompanies the information when it is submitted to U.S. EPA, it may be made available to the public by U.S. EPA or the State without further notice to the Respondents. Respondents shall not assert confidentiality claims with respect to any data or documents related to site conditions, sampling, or monitoring.

83. Respondents shall maintain, for the period during which this Order is in effect, an index of documents that Respondents claim contain confidential business information ("CBI"). The index shall contain, for each document, the date, author, addressee, and subject of the document. Respondents shall submit an updated copy of the index to U.S. EPA with each new document(s) claimed to be CBI. The updated index shall also indicate any documents for which CBI claims have been withdrawn.

XIX. DELAY IN PERFORMANCE

84. Any delay in performance of this Order according to its terms and schedules that is not properly justified by Respondents under the terms of this section shall be considered a violation of this Order. Any delay in performance of this Order shall not affect Respondents obligations to fully perform all obligations under the terms and conditions of this Order.

85. Respondents shall notify U.S. EPA of any delay or anticipated delay in performing any requirement of this Order. Such notification shall be made by telephone to U.S. EPA's RPM or Alternate RPM within forty eight (48) hours after Respondents first knew or should have known that a delay might occur. Respondents shall adopt all reasonable measures to avoid or minimize

any such delay. Within seven (7) days after notifying U.S. EPA by telephone, Respondents shall provide written notification fully describing the nature of the delay, any justification for delay, any reason why Respondents should not be held strictly accountable for failing to comply with any relevant requirements of this Order, the measures planned and taken to minimize the delay, and a schedule for implementing the measures that will be taken to mitigate the effect of the delay. Increased costs or expenses associated with implementation of the activities called for in this Order is not a justification for any delay in performance.

~~XX. REIMBURSEMENT OF RESPONSE COSTS~~

86. Respondents shall reimburse U.S. EPA, upon written demand, for all response costs incurred by the United States in overseeing Respondent's implementation of the requirements of this Order. U.S. EPA may submit to Respondents on a periodic basis an accounting of all oversight response costs incurred by the United States with respect to this Order. U.S. EPA's Itemized Cost Summary Reports, or such other summary as may be certified by U.S. EPA, shall serve as the accounting and basis for payment demands.

87. Respondents shall, within thirty (30) days of receipt of each U.S. EPA accounting, remit a certified or cashier's check for the amount of those costs. Interest shall accrue from the later of the date that payment of a specified amount is demanded in writing or the date of the expenditure. The interest rate is the rate established by the Department of the Treasury pursuant to 31 U.S.C. § 3717 and 4 C.F.R. § 102.13.

88. Checks shall be made payable to the "U.S. EPA Hazardous Substances Superfund" and shall include the name of the Site and OU, the Site identification number ILD000605790, the account number 05XX and the title of this Order. Checks shall be forwarded to:

U.S. Environmental Protection Agency
Superfund Accounting
P.O. Box 70753
Chicago, Illinois 60673

Respondents shall send copies of each transmittal letter and check to the U.S. EPA's RPM.

XXI. UNITED STATES NOT LIABLE

89. The United States and U.S. EPA are not to be construed as parties to, and do not assume any liability for, any contract entered into by the Respondents to carry out the activities pursuant to this Order. The proper completion of the work under this Order is solely the responsibility of the Respondents. The United States and U.S. EPA, by issuance of this Order, also assume no liability for any injuries or damages to persons or property resulting from acts or omissions by Respondents, or (their) directors, officers, employees, agents, representatives, successors, assigns, contractors, or consultants in carrying out any action or activity required by this Order.

XXII. ENFORCEMENT AND RESERVATIONS

90. U.S. EPA reserves the right to bring an action against Respondents under Section 107 of CERCLA, 42 U.S.C. § 9607, for recovery of any response costs incurred by the United States related to this Order and not-reimbursed by Respondents. This reservation shall include but not be limited to past costs, direct costs, indirect costs, the costs of oversight, the costs of compiling the cost documentation to support oversight cost demand, as well as accrued interest as provided in Section 107(a) of CERCLA.

91. Notwithstanding any other provision of this Order, at any time during the response action, U.S. EPA may perform its own studies, complete the response action (or any portion of the response action) as provided in CERCLA and the NCP, and seek reimbursement from Respondents for its costs, or seek any other appropriate relief.

92. Nothing in this Order shall preclude U.S. EPA from taking any additional enforcement actions, including modification of this Order or issuance of additional Orders, and/or additional remedial or removal actions as U.S. EPA may deem necessary, or from requiring Respondents in the future to perform additional activities pursuant to CERCLA, 42 U.S.C. § 9606(a), et seq., or any other applicable law. This Order shall not affect any Respondent's liability under CERCLA Section 107(a), 42 U.S.C. § 9607(a), for the costs of any such additional actions.

93. Notwithstanding any provision of this Order, the United States hereby retains all of its information gathering, inspection and enforcement authorities and rights under CERCLA, RCRA and any other applicable statutes or regulations.

94. Nothing in this Order shall constitute or be construed as a release from any claim, cause of action or demand in law or equity against any person for any liability it may have arising out of or relating in any way to the OU or the Site.

95. If a court issues an order that invalidates any provision of this Order or finds that Respondents have sufficient cause not to comply with one or more provisions of this Order, Respondents shall remain bound to comply with all provisions of this Order not invalidated by the court's order.

XXIII. ACCESS TO ADMINISTRATIVE RECORD

96. The Section 106 Administrative Record is available for review on normal business days between the hours of 9:00 a.m. and 5:00 p.m. at the U.S. EPA, Region 5, 77 West Jackson Boulevard Chicago, Illinois. An Index of the Administrative Record is attached hereto as Attachment 3.

XXIV. EFFECTIVE DATE AND TERMINATION

97. This Order shall become effective thirty (30) days after the date of issuance.

98. Within thirty (30) days after Respondents concludes that all phases of the work have been fully performed, that the performance standards have been attained, and that all operation and maintenance activities have been completed. Respondents shall submit to U.S. EPA a written report by a registered professional engineer certifying that the work has been completed in full satisfaction of the requirements of this Order. U.S. EPA shall require such additional activities as may be necessary to complete the work or U.S. EPA may, based upon present knowledge and Respondent's certification to U.S. EPA, issue written notification to Respondents that the work has been completed, as appropriate, in accordance with the procedures set forth in paragraph 52 for Respondent's certification of completion of the remedial action. U.S. EPA's notification shall not limit U.S. EPA's right to perform periodic reviews pursuant to Section 121(c) of CERCLA, 42 U.S.C. § 9621(c), or to take or require any action that in the judgment of U.S. EPA is appropriate at the Site, in accordance with 42 U.S.C. §§ 9604, 9606, or 9607. The provisions of this Order shall be deemed to be satisfied when U.S. EPA notifies Respondents in writing that Respondents have demonstrated, to U.S. EPA's satisfaction, that all terms of the Order have been completed. This notice shall not, however, terminate Respondents obligation to comply with Section XVIII of this Order (Record Preservation).

XXV. NOTICE OF INTENT TO COMPLY

99. On or before the effective date of this Order, each Respondent must submit to U.S. EPA a written notice stating its unequivocal intention to comply with all terms of this Order, together with the written notice required by paragraph 79. In the event any Respondent fails to provide said written notice of its unequivocal intention to comply with this Order on or before the effective date, said Respondent shall be deemed to have refused to comply with this Order. A Respondent which fails to provide timely notice of its intent to comply with this Order shall thereafter have no authority to perform any response action at the Site, pursuant to Sections 104(a) and 122(e)(6) of CERCLA. In the event such a Respondent subsequently changes its decision and desires to acquire authority from U.S. EPA under Sections 104(a) and 122(e)(6) of CERCLA to undertake the work described in this Order, said Respondent must provide the notice described in this paragraph 99 to U.S. EPA and receive from U.S. EPA written permission and authority to proceed with work under this Order.

XXVI. PENALTIES

100. Each Respondent shall be subject to civil penalties under Section 106(b) of CERCLA, 42 U.S.C. § 9606(b), of not more than \$27,500 for each day in which said Respondent violates, or fails or refuses to comply with this Order without sufficient cause. In addition, failure to properly provide response action under this Order, or any portion hereof, may result in liability under Section 107(c)(3) of CERCLA, 42 U.S.C. § 9607(c)(3), for punitive damages in an amount at least equal to, and not more than three times the amount of any costs incurred by the Fund as a result of such failure to take proper action.

XXVII. OPPORTUNITY TO COMMENT AND CONFER

101. On or before the effective date of this Order, each Respondent may submit written comments to U.S. EPA. Respondents asserting a "sufficient cause" defense under Section 106(b) of CERCLA shall describe the nature of the any "sufficient cause" defense using facts that exist on or prior to the effective date of this Order. The absence of a response by U.S. EPA shall not be deemed to be acceptance of Respondent's assertions.

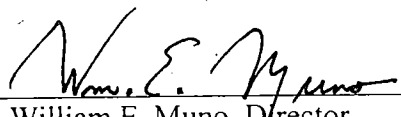
102. Within ten (10) days after the date of issuance of this Order, Respondents may request a conference with the U.S. EPA to discuss this Order. If requested, the conference shall occur within 20 (twenty) days of the date of issuance of this Order, at the office of U.S. EPA, Region 5, in Chicago, Illinois.

103. The purpose and scope of the conference shall be limited to issues involving the implementation of the response actions required by this Order and the extent to which Respondents intends to comply with this Order. This conference is not an evidentiary hearing and does not constitute a proceeding to challenge this Order. It does not give Respondents a right to seek review of this Order or to seek resolution of potential liability. No record of the conference (e.g. stenographic, tape or other physical record) will be made. At any conference held pursuant to Respondent's request, Respondents may appear in person or by an attorney or other representative. Requests for a conference must be by telephone followed by written confirmation to U.S. EPA's RPM.

ADMINISTRATIVE ORDER FOR SAUGET AREA 2 GROUNDWATER INTERIM ACTION, Docket No.

So Ordered, this th~~30~~ day of September, 2002.

BY: _____


William E. Muno, Director
Superfund Division

U.S. Environmental Protection Agency, Region 5